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Attorneys for Secured Creditor  
WELLS FARGO BANK, N.A.

The following constitutes the  
Order of the Court. Signed

*12/31 2013*  
*Arthur S. Weissbrodt*

HON. ARTHUR S. WEISSBRODT  
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

*The opposition  
filed by Mr.  
Rendler has  
been  
considered.  
ASW*

In re  
MI PUEBLO SAN JOSE, INC.,  
Debtor and Debtor-in-Possession.

CASE NO. 13-53893-ASW

Chapter 11

**ORDER ON MOTIONS FOR ALLOWANCE  
AND PAYMENT OF ADMINISTRATIVE  
EXPENSE CLAIMS PURSUANT TO 11  
U.S.C. § 503(b)(9)**

Date: October 8, 2013  
Time: 3:00 p.m.  
Place: Courtroom 3020  
280 South First Street  
San Jose, California

On October 8, 2013, the following Motions came on for hearing at 3:00 p.m. in the  
above-entitled Court before the Honorable Arthur S. Weissbrodt, Bankruptcy Judge:

A. Application by Pacific Meat Company Allowance and Payment of Chapter  
11 Administrative Expense Claim Under Bankruptcy Code § 503(b)(9) [Docket No. 112] ("Pacific  
Meat Company Motion");

B. Application by Marquez Brothers International for Allowance and Payment  
of Chapter 11 Administrative Expenses Under Bankruptcy Code § 503(b)(9) [Docket No. 144]

JMBM  
Jeffer Mangels  
Butler & Mitchell LLP

1 ("Marquez Motion");

2 C. Motion for Allowance and Payment of Administrative Expense Claim  
3 Pursuant to 11 U.S.C. § 503(b)(9) [Docket No. 158] filed by Azteca Milling, L.P. ("Azteca  
4 Motion");

5 D. Motion for Allowance and Payment of Administrative Expense Under 11  
6 U.S.C. § 503(b)(9) [Docket No. ~~180~~ <sup>182 adw</sup>] filed by Bottomley Distributing Company ("Bottomley  
7 Motion");

8 E. Application for Allowance and Payment of Chapter 11 Administrative  
9 Expense Claim – 11 U.S.C. § 503(b)(9) [Docket No. 190] filed by Viz Cattle Corporation ("Viz  
10 Motion");

11 F. Motion for Allowance and Payment of Chapter 11 Administrative Expense  
12 Claims Under Bankruptcy Code §§ 503(b)(1), 503(b)(9) and 507(a)(2) [Docket No. 195] filed by  
13 Tony's Fine Foods, Inc. ("Tony's Motion");

14 G. Motion for Allowance and Payment of Administrative Expense Claim  
15 Pursuant to 11 U.S.C. § 503(b)(9) filed by Gruma Corporation [Docket No. 198] ("Gruma  
16 Motion");

17 H. Motion for Allowance and Payment of Chapter 11 Administrative Expense  
18 Claims Under Bankruptcy Code §§ 503(b)(9) and 507(a)(2) [Docket No. 187] filed by Charlie's  
19 Enterprises, Inc. d/b/a OK Produce ("Charlie's Motion");

20 I. Motion for Allowance and Payment of Chapter 11 Administrative Expense  
21 Claims Under Bankruptcy Code §§ 503(b)(9) and 507(a)(2) [Docket No. 202] filed by Rizo Lopez  
22 Foods, Inc. ("Rizo Motion");

23 J. Application for Allowance and Payment of Chapter 11 Administrative  
24 Expense Claim for Goods Sold Within 20 Days Prior to Petition Date Under Bankruptcy Code §  
25 503(b)(9) [Docket No. 204] filed by Candies Tolteca ("Candies Motion"); and

26 K. Motion for Allowance and Payment of Administrative Expenses Under  
27 Bankruptcy Code § 503(b)(9) for Goods Received by Debtor Within 20 Days of Filing [Docket No.  
28 214] filed by Bay Area Seafood, Inc. ("Bay Area Motion") (the Pacific Meat Company Motion, the

1 Marquez Motion, the Azteca Motion, the Bottomley Motion, the Charlie's Motion, the Viz Motion,  
2 the Tony's Motion, the Gruma Motion, the Rizo Motion, the Candies Motion, and the Bay Area  
3 Motion are hereinafter collectively referred to as the "Vendor Motions" and Pacific Meat Company,  
4 Marquez Brothers International, Azteca Milling, L.P., Bottomley Distributing Company, Viz Cattle  
5 Corporation, Tony's Fine Foods, Inc., Gruma Corporation d/b/a Mission Foods, Charlie's  
6 Enterprises, Inc. d/b/a OK Produce, Rizo Lopez Foods, Inc., Candies Tolteca, and Bay Area  
7 Seafood, Inc. are hereinafter collectively referred to as the "Vendors").

8 Royla Shakoory, Esq. of Binder & Malter LLP appeared on behalf of Mi Pueblo San  
9 Jose, Inc., Debtor and Debtor-in-Possession ("Mi Pueblo"), and Robert B. Kaplan, Esq. and Walter  
10 W. Gouldsbury III, Esq. of Jeffer Mangels Butler & Mitchell LLP appeared on behalf of Wells  
11 Fargo Bank, National Association ("Bank"). Other appearances were as noted on the record.

12 The Court, having reviewed and considered the Vendor Motions, the oppositions  
13 filed by the Bank thereto (collectively, the "Oppositions"), and having heard and considered the  
14 evidence and the argument of counsel, and, for the reasons stated on the record on October 8, 2013,  
15 and good cause appearing therefor:

16 IT IS ORDERED:

- 17 1. Pacific Meat Company is allowed an administrative claim pursuant to the  
18 provisions of 11 U.S.C. § 503(b)(9) in the amount of \$431,114.97.
- 19 2. Marquez Brothers International is allowed an administrative claim pursuant  
20 to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$275,655.61.
- 21 3. Azteca Milling, L.P. is allowed an administrative claim pursuant to the  
22 provisions of 11 U.S.C. § 503(b)(9) in the amount of \$119,498.35.
- 23 4. Bottomley Distributing Company is allowed an administrative claim pursuant  
24 to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$224,377.45.
- 25 5. Viz Cattle Corporation is allowed an administrative claim pursuant to the  
26 provisions of 11 U.S.C. § 503(b)(9) in the amount of \$728,996.44.
- 27 6. Tony's Fine Foods, Inc. is allowed an administrative claim pursuant to the  
28 provisions of 11 U.S.C. § 503(b)(9) in the amount of \$300,621.15.

7. Gruma Corporation d/b/a Mission Foods is allowed an administrative claim pursuant to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$258,212.97.

8. Charlie's Enterprises, Inc. d/b/a OK Produce is allowed an administrative claim pursuant to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$14,176.15.

9. Rizo Lopez Foods, Inc. is allowed an administrative claim pursuant to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$222,379.44.

10. Candies Tolteca is allowed an administrative claim pursuant to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$68,533.79.

11. Bay Area Seafood is allowed an administrative claim pursuant to the provisions of 11 U.S.C. § 503(b)(9) in the amount of \$562,956.86.

12. The Vendor Motions are denied, without prejudice, to the extent they seek payment of the administrative claims allowed under 11 U.S.C. § 503(b)(9) as set forth in sections 1 through 11 of this Order.

13. The Court shall conduct a further hearing to consider whether the administrative claims allowed to the Vendors pursuant to 11 U.S.C. § 503(b)(9), as set forth in sections 1 through 11 of this Order shall be paid, on February 24, 2014 at 1:30 p.m. pursuant to a single brief seeking such relief, which must be filed and served by all of the Vendors collectively on or before January 31, 2014 ("Vendors' Payment Brief"). The Bank and Mi Pueblo's response to the Vendors' Payment Brief shall be filed and served on or before February 7, 2014, and the Vendors single collective reply in support of the Vendor's Payment Brief shall be filed and served on or before February 14, 2014. All arguments raised in the Vendor Motions and the Oppositions shall be preserved.

14. Mi Pueblo shall file and serve a Cash Position Report setting forth its cash on hand as of January 17, 2014, on or before January 24, 2014.

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ORDER ON MOTIONS FOR ALLOWANCE  
AND PYMT OF ADMINISTRATIVE CLAIMS

1 APPROVED AS TO FORM:

2 BINDER & MALTER LLP

3  
4 By: /s/ Roya Shakoori  
ROYA SHAKOORI  
5 Attorneys for MI PUEBLO SAN JOSE, INC.  
Debtor and Debtor-in-Possession  
6

7 THOMPSON & KNIGHT LLP

8  
9 By: KATHERINE BATTIA CLARK  
Pro Hac Vice  
10 Attorneys for AZTECA MILLING L.P. and  
11 GRUMA CORPORATION dba MISSION  
FOODS  
12

13 BAKER MANOCK & JENSEN, PC

14  
15 By: DIANE E. CODERNIZ  
Attorneys for CANDIES TOLTECA  
16

17 LAW OFFICE OF JUDY TSAI

18  
19 By: JUDY C. TSAI  
20 Attorneys for BAY AREA SEAFOOD INC.

21 ALVARADOSMITH

22  
23 By: SHERI M. KANESAKA  
24 Attorneys for VIZ CATTLE CORPORATION  
25

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AND PAYMENT OF ADMINISTRATIVE CLAIMS

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1 NOSSMAN LLP

2  
3 By: \_\_\_\_\_  
4 ROBERT S. McWHORTER  
5 Attorneys for RIZO LOPEZ FOODS, INC. and  
6 TONY'S FINE FOODS, INC.

7  
8 GREENFIELD SULLIVAN DRAA & HARRINGTON LLP

9 By: \_\_\_\_\_  
10 BERNARD S. GREENFIELD  
11 Attorneys for MARQUEZ BROTHERS  
12 INTERNATIONAL, INC. and PACIFIC MEAT  
13 COMPANY

14 HENRY G. RENDLER

15 By: \_\_\_\_\_  
16 HENRY G. RENDLER  
17 Attorneys for BOTTOMLEY DISTRIBUTING  
18 COMPANY

19 MEUERS LAW FIRM, P.L.

20 By: \_\_\_\_\_  
21 LAURENCE H. MEUERS  
22 Attorneys for CHARLIE'S ENTERPRISES, INC.,  
23 d/b/a OK Produce

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\*END OF ORDER\*

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COURT SERVICE LIST

None.